

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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PEARSON EDUCATION, INC., :
JOHN WILEY & SONS, INC., :
THOMSON LEARNING INC., AND :
THE MCGRAW-HILL COMPANIES, INC., :

Judge Hellerstein

Plaintiffs, :

-against- :

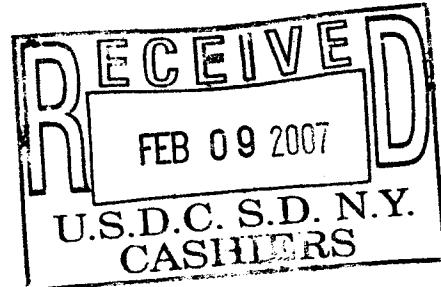
JIAN JUN ZHU AND QING CAO :
BOTH D/B/A TEDDYRACCOON :
AND JOHN DOE NOS. 1-5, :

Defendants. :

- - - - - x

COMPLAINT

07 CV 965



Plaintiffs Pearson Education, Inc. ("Pearson"), John Wiley & Sons, Inc. ("Wiley"), Thomson Learning Inc. ("Thomson"), and The McGraw-Hill Companies, Inc. ("McGraw-Hill"), by their undersigned attorneys, for their complaint against defendants Jian Jun Zhu and Quig Cao, both d/b/a TeddyRaccoon, and John Doe Nos. 1 through 5 aver:

Nature of the Action

1. Plaintiffs are bringing this action to enforce their copyrights and trademarks against defendants' unlawful sale (i) in the United States of non-United States versions of plaintiffs' educational books and (ii) of plaintiffs' instructors' solutions manuals.

Jurisdiction and Venue

2. This Court has subject matter jurisdiction over the first three claims in this action pursuant to 28 U.S.C. §§ 1331 and 1338 because they arise under the Copyright Act, 17 U.S.C. § 101 et seq., or the Lanham Act, 15 U.S.C. § 1051 et seq. This Court has subject matter jurisdiction over the fourth claim in this action pursuant to 28 U.S.C. § 1367 because it is so related to the claims within the original jurisdiction of this Court that they form part of the same case or controversy within the meaning of Article III of the United States Constitution.

3. Upon information and belief, venue is proper in this District pursuant to 28 U.S.C. § 1391.

Parties

4. Pearson is a Delaware corporation with its principal place of business at One Lake Street, Upper Saddle River, New Jersey 07458.

5. Wiley is a New York corporation with its principal place of business at 111 River Street, Hoboken, New Jersey 07030.

6. Thomson is a Delaware corporation with its principal place of business at 200 First Stamford Place, Stamford, Connecticut 06902.

7. McGraw-Hill is a New York corporation with its principal place of business at 1221 Avenue of the Americas, New York, New York 10020.

8. Jian Jun Zhu and Qing Cao, both d/b/a TeddyRaccoon, reside at 438 Hawkeye Drive, Iowa City, Iowa, 52246. Upon information and belief, John Doe Nos. 1 through 5 are natural persons whose identities are presently unknown to plaintiffs.

The Businesses of Plaintiffs

9. Each plaintiff publishes a variety of works, including educational books.

10. As a standard practice, each plaintiff requires its authors to assign the copyright to them or grant them the exclusive rights of reproduction and distribution in the United States. This practice enables each plaintiff to maximize dissemination of each work.

11. Plaintiffs invest significant monies to publish their copyrighted works. Plaintiffs, for example, make substantial investments in royalties, content creation, licensing, copyediting, proofreading, typesetting, layout, printing, binding, distribution, and promotion.

12. Plaintiffs earn a substantial portion of their revenue from the publication of their copyrighted works and would suffer serious financial injury if their copyrights were

not enforced. A substantial decline in their income could cause plaintiffs to cease publishing one or more deserving books or journals. This would adversely impact the creation of new works, scholarly endeavor, and scientific progress.

13. An important part of plaintiffs' business is derived from publishing college textbooks. College professors select textbooks from competing publishers based on the pedagogical value and the quality of supplementary materials.

14. Instructor's solutions manuals are important supplementary materials. Professors use instructor's solutions manuals aid to in grading homework. Students, however, use instructor's solutions manuals to cheat. Professors are less likely to select a textbook if the instructor's solutions manuals are freely and/or widely available. Accordingly, plaintiffs do not sell their instructor's solutions manuals, and tightly control their distribution to known faculty.

15. Plaintiffs' educational textbooks authorized for sale in the United States are of the highest quality (the "United States Editions"). These books are generally printed on strong, hard-cover bindings with glossy protective coatings and, in some cases, contain extra features such as sewn ribbon bookmarks. Plaintiffs frequently offer academic supplements, such as CD-ROMs, computer passwords that provide purchasers with

access to academic websites corresponding to the textbooks, and study guides with the United States Editions.

16. Plaintiffs generally create different versions of their educational books that are intended for sale in specific geographic markets outside of the United States (the "Foreign Editions"). The Foreign Editions materially differ from the United States Editions. The Foreign Editions have thinner paper and different bindings, different cover and jacket designs, fewer internal ink colors, if any, lower quality photographs and graphics, and generally lower prices than the United States Editions. Also, the Foreign Editions often lack academic supplements, such as CD-ROMs, website passwords, or study guides. The Foreign Editions are generally marked to indicate their lower cost by a legend indicating, in substance, that the title is a "Low Price Edition" and/or authorized for sale only in a particular country or geographic region. The Foreign Editions are uniformly manufactured outside of the United States.

Plaintiffs' Copyrights and Trademarks

17. Plaintiffs routinely register their copyrights. Pearson has registered the works identified on Schedule A (the "Pearson Copyrights"). Wiley has registered the works identified on Schedule B (the "Wiley Copyrights"). Thomson has registered the works identified on Schedule C (the "Thomson

Copyrights"). McGraw-Hill has registered the works identified on Schedule D (the "McGraw-Hill Copyrights").

18. Plaintiffs also own, themselves or through their parent or affiliate companies, trademarks that they use to differentiate their products from those of their competitors.

19. Pearson PLC, Pearson's ultimate parent company, is the owner of and Pearson is an exclusive licensee of, with the accompanying right and duty to protect and enforce Pearson's rights therein, the well-known trademarks "Pearson," "Pearson Education" and "Prentice Hall." Pearson's affiliate corporation Addison Wesley Longman, Inc., is the owner of, and Pearson is the exclusive licensee of, with the accompanying right and duty to protect and enforce its and its affiliate company's rights therein, the well known trademarks "Addison Wesley" or "Addison-Wesley" (the "Pearson Trademarks"). The United States Registrations for the Pearson Trademarks are identified on Exhibit E.

20. Among Wiley's well-known trademarks are "John Wiley & Sons," "Wiley," and the "John Wiley Colophon" (the "Wiley Trademarks"). The United States Registrations for the Wiley Trademarks are identified on Exhibit F.

21. Among Thomson's well-known trademarks are "Thomson Learning" (the "Thomson Trademarks"). The United

States Registrations for the Thomson Trademarks are identified on Exhibit G.

22. Among McGraw-Hill's well-known trademarks are "McGraw Hill," "The McGraw-Hill Companies" and "Irwin" (the "McGraw-Hill Trademarks"). The United States Registrations for the McGraw-Hill Trademarks are identified on Exhibit H.

The Infringing Acts of Defendants

23. Defendants have without permission (i) purchased Foreign Editions of plaintiffs' books manufactured outside of the United States and resold them to purchasers in the United States, and (ii) reproduced and sold electronic copies of plaintiffs' instructor's solutions manuals, through online sales at www.textbookx.com. As of the filing of this complaint, defendants had more than 775 titles for sale on www.textbookx.com.

FIRST CLAIM FOR RELIEF
(Copyright Infringement - 17 U.S.C. § 501)

24. Plaintiffs repeat the averments contained in paragraphs 1 through 23 as if set forth in full.

25. Pearson has received United States Certificates of Copyright Registration for the Pearson Copyrights.

26. Wiley has received United States Certificates of Copyright Registration for the Wiley Copyrights.

27. Thomson has received United States Certificates of Copyright Registration for the Thomson Copyrights.

28. McGraw-Hill has received United States Certificates of Copyright Registration for the McGraw-Hill Copyrights.

29. The Pearson, Wiley, Thomson and McGraw-Hill Copyrights are valid and enforceable.

30. Defendants have infringed the Pearson, Wiley, Thomson and McGraw-Hill Copyrights in violation of 17 U.S.C. § 501.

31. Defendants' acts have irreparably damaged and, unless enjoined, will continue to irreparably damage plaintiffs. Plaintiffs have no adequate remedy at law for these wrongs and injuries. Plaintiffs are, therefore, entitled to a preliminary and permanent injunction restraining and enjoining defendants and their agents, servants, employees, and attorneys and all persons acting in concert with them, from infringing the Pearson, Wiley, Thomson and McGraw-Hill Copyrights.

32. Defendants have willfully infringed the Pearson, Wiley, Thomson and McGraw-Hill Copyrights.

33. Plaintiffs are entitled to recover all damages sustained as a result of defendants' unlawful conduct including (1) defendants' profits, or (2) plaintiffs' damages, or alternatively (3) statutory damages.

SECOND CLAIM FOR RELIEF
(Trademark Infringement - 15 U.S.C. § 1114(a))

34. Plaintiffs repeat the averments contained in paragraphs 1 through 33 above as if set forth in full.

35. Pearson is the exclusive licensee of the Pearson Trademarks, with the accompanying right and duty to protect and enforce Pearson's rights therein. Pearson's licensor parent and affiliate companies have obtained United States Trademark Registrations for the Pearson Trademarks.

36. Wiley owns the Wiley Trademarks, for which it has obtained United States Trademark Registrations.

37. Thomson owns or is the exclusive licensee of the Thomson Trademarks, with the accompanying right and duty to protect and enforce all rights therein. Thomson or its licensors own the Thomson Trademarks, for which Thomson or its licensors have obtained United States Trademark Registrations.

38. McGraw-Hill owns the McGraw-Hill Trademarks, for which it has obtained United States Trademark Registrations.

39. The Pearson, Wiley, Thomson and McGraw-Hill Trademarks are valid and enforceable.

40. Defendants have infringed the Pearson, Wiley, Thomson and McGraw-Hill Trademarks in violation of 15 U.S.C. § 1114(a) by using them on and/or in connection with the works that they have sold.

41. Defendants' acts complained of herein have irreparably damaged plaintiffs and may continue to do so. The damage to plaintiffs includes harm to their good will and reputation in the marketplace for which money cannot compensate. Plaintiffs are particularly concerned that their trademarks are used in connection with unauthorized electronic products, which could contain malicious viruses. Plaintiffs have no adequate remedy at law for these wrongs. Plaintiffs are, therefore, entitled to a preliminary and permanent injunction restraining and enjoining defendants, their agents, servants, employees, and attorneys and all persons acting in concert with them from using the Pearson, Wiley, Thomson and McGraw-Hill Trademarks or any colorable imitation of them.

42. Defendants have willfully infringed the Pearson, Wiley, Thomson and McGraw-Hill Trademarks.

43. Plaintiffs are entitled to recover (1) defendants' profits from the infringing books, (2) plaintiffs' damages, (3) the costs of the suit, and (4) reasonable attorneys' fees.

THIRD CLAIM FOR RELIEF
(Trademark Counterfeiting - 15 U.S.C. § 1117)

44. Plaintiffs repeat the averments contained in paragraphs 1 through 43 above as if set forth in full.

45. In connection with the sale of their unlawfully reproduced instructors' solutions manuals, defendants have used counterfeits of the Thomson Trademarks and, upon information and belief, counterfeits of the Pearson, Wiley and McGraw-Hill Trademarks.

46. Based upon defendants' use of the counterfeit marks in connection with the sale of the unlawfully reproduced instructors' solutions manuals, plaintiffs are entitled to treble damages, and/or statutory damages pursuant to 15 U.S.C. § 1117(b) and (c).

FOURTH CLAIM FOR RELIEF
(Common Law Unfair Competition Under State Law)

47. Plaintiffs repeat the averments contained in paragraphs 1 through 46 above as if set forth in full.

48. Defendants' acts complained of herein have damaged and may continue to damage plaintiffs irreparably. The damage to plaintiffs includes harm to their goodwill and reputation in the marketplace for which money cannot compensate. Plaintiffs have no adequate remedy at law for these wrongs and injuries. Plaintiffs are, therefore, entitled to a preliminary and permanent injunction restraining and enjoining defendants, their agents, servants, employees, and attorneys and all persons acting in concert with them from using the Pearson, Wiley, Thomson and McGraw-Hill Trademarks or any colorable imitation of

them, to restitution of defendant's ill-gotten gains, and to punitive damages in an amount to be determined by the trier of fact in this action.

WHEREFORE, plaintiffs demand judgment:

A. Preliminarily and permanently enjoining defendants, their agents, servants, employees, and attorneys and all those acting in concert with them from infringing the Pearson, Wiley, Thomson and McGraw-Hill Copyrights in violation of 17 U.S.C. § 501;

B. Awarding plaintiffs their damages or defendants' profits, or alternatively, at plaintiffs' election, statutory damages, as a result of defendants' willful infringement of the Pearson, Wiley, Thomson and McGraw-Hill Copyrights;

C. Preliminarily and permanently enjoining defendants, their agents, servants, employees, and attorneys and all those acting in concert with them from infringing the Pearson, Wiley, Thomson and McGraw-Hill Trademarks in violation of 15 U.S.C. § 1114(a);

D. Awarding plaintiffs their damages and/or defendants' profits from their willful infringement and/or counterfeiting of the Pearson, Wiley, Thomson and McGraw-Hill Trademarks pursuant to 15 U.S.C. § 1117(a);

E. Awarding plaintiffs treble damages, treble profits and/or statutory damages pursuant to 15 U.S.C. § 1117(b) and (c);

F. Directing that defendants engage in such additional activities, including, but not limited to, recalls of products and corrective advertising, as may be necessary and appropriate to mitigate the damage defendants have caused;

G. Awarding plaintiffs their costs in this action, including their reasonable attorneys' fees pursuant 17 U.S.C. § 505 and 15 U.S.C. § 1117;

H. Awarding plaintiffs punitive damages in an amount to be determined by the trier of fact in this action; and

I. Granting such other and further relief as to this Court seems just and proper.

Dated: New York, New York
February 9, 2007

PERKINS & DUNNEGAN

By William Dunegan
William Dunegan (WD9316)

Megan L. Martin (MM4396)

Attorneys for Plaintiffs

Pearson Education, Inc.,

John Wiley & Sons, Inc.,

Thomson Learning Inc., and

The McGraw Hill Companies, Inc.

45 Rockefeller Plaza

New York, New York 10111

(212) 332-8300

Schedule A
"Pearson Copyrights"

<u>Title</u>	<u>Date of Registration</u>	<u>Registration #)</u>
1. Organizational Behavior, (4/2/91)	(TX-3-044-411)	
2. Retail Management A Strategic Approach, (3/16/95)	(TX-3-960-362)	
3. Abnormal Psychology The Problem Of Maladaptive Behavior, (2/13/87)	(TX-2-021-626)	
4. Advanced Engineering Mathematics, (2/29/88)	(TX-2-260-327)	
5. Advanced Management Accounting, (3/22/82)	(TX-881-572)	
6. Anthropology A Global Perspective, (2/4/92)	(TX-3-252-566)	
7. Applied Multivariate Statistical Analysis, (4/30/82) TX920958		
8. Applied Strength of Materials, (5/24/78)	(TX-62-184)	
9. Automation, Production Systems, and Computer-Integrated Manufacturing, (3/2/87)	(TX-2-029-549)	
10. Water and Wastewater Technology, (2/1/96)	(TX-4-178-734)	

Schedule B
"Wiley Copyrights"

Title (Date of Registration) (Registration #)

1. Advanced Mechanics of Materials, Sixth Edition (January 21, 2003) (TX-5-706-066)
2. Algorithm Design: Foundations, Analysis and Internet Examples (December 12, 2001) (TX-5-410-276)
3. Analog Integrated Circuit Design (February 14, 1997) (TX-4-491-581)
4. Analog MOS Integrated Circuits for Signal Processing (June 13, 1986) (TX-1-844-835)
5. Analog Signal Processing (April 21, 1999) (TX-4-971-708)
6. Analysis and Design of Analog Integrated Circuits, Fourth Edition (April 30, 2001) (TX-5-377-540)
7. Analysis and Use of Financial Statements, Third Edition (March 5, 2003) (TX-5-697-672)
8. Analysis of Electric Machinery and Drive Systems, Second Edition (April 16, 2004) (TX-5-948-764)
9. Analytical Chemistry, Sixth Edition (May 23, 2003) (TX-5-751-611)
10. Applied Combinatorics, Fourth Edition (October 11, 2001) (TX-5-461-877)
11. Applied Econometric Time Series, Second Edition (September 5, 2003) (TX-5-818-578)
12. Applied Regression Analysis, Third Edition (July 17, 1998) (TX-4-800-470)
13. Applied Statistics and Probability for Engineers, Third Edition (November 12, 2002) (TX-5-612-548)

14. Automatic Control Systems. Eighth Edition (November 20, 2002) (TX-5-622-535)
15. Basic Electric Circuit Analysis, Fifth Edition (March 7, 1995) (TX-4-006-949)
16. Basic Inorganic Chemistry, Third Edition (February 24, 1995) (TX-4-012-445)
17. Bioinstrumentation (October 10, 2003) (TX-5-824-247)
18. Chemical Applications of Group Theory, Third Edition (April 13, 1990) (TX-2-804-298)
19. Chemical Reaction Engineering, Third Edition (September 11, 1998) (TX-4-852-934)
20. Classical Electrodynamics, Third Edition (August 5, 1998) (TX-4-828-741)
21. Computer Aided Logical Design with Emphasis on VLSI, Fourth Edition (April 14, 1993) (TX-3-540-594)
22. Control Systems Engineering, Fourth Edition (October 3, 2003) (TX-5-800-945)
23. Corporate Finance: Theory and Practice, Second Edition (April 9, 2001) (TX-5-372-684)
24. Data Mining: Multimedia, Soft Computing and Bioinformatics (November 4, 2003) (TX-5-852-718)
25. Data Structures and Algorithms in C++ (May 13, 2003) (TX-5-744-148)
26. Design and Analysis of Lean Production Systems (January 10, 2002) (TX-5-475-899)
27. Design of Prestressed Concrete Structures, Third Edition (December 8, 1981) (TX-834-845)
28. Design Through Verilog HDL (December 16, 2003) (TX-5-869-420)
29. Digital Logic Design Principles (January 10, 2001) (TX-5-327-697)

30. Digital Signal and Image Processing (December 17, 2003) (TX-5-877-772)
31. Digital Telephony, Third Edition (March 3, 2000) (TX-5-151-533)
32. Discrete Multivariate Distributions (May 14, 1997) (TX-4-529-928)
33. Economics of Strategy, Third Edition (August 29, 2003) (TX-5-792-450)
34. Electrochemical Methods : Fundamentals and Applications, Second Edition (February 9, 2001) (TX-5-348-515)
35. Elements of Network Protocol Design (July 7, 1998) (TX-4-708-667)
36. Engineering and Chemical Thermodynamics (January 10, 2006) (TX-6-301-979)
37. Engineering Statistics, Third Edition (August 26, 2003) (TX-5-796-705)
38. Environmental Engineering Science (January 18, 2001) (TX-5-270-193)
39. Experiments: Planning, Analysis and Parameter Design Optimization (May 22, 2000) (TX-5-216-930)
40. Facilities Planning, Third Edition (January 15, 2003) (TX-5-654-755)
41. Finite Element Method For Engineers, Fourth Edition (November 16, 2001) (TX-5-461-355)
42. Fundamentals of Digital Signal Processing (May 30, 1986) (TX-1-838-498)
43. Fundamentals of Fluid Mechanics, Fifth Edition (May 2, 2005) (TX-6-169-180)
44. Fundamentals of Momentum, Heat and Mass Transfer, Fourth Edition (January 2, 2001) (TX-5-319-861)
45. Fundamentals of Queueing Theory, Third Edition (January 13, 1998) (TX-4-732-675)

46. Fundamentals of Risk and Insurance, Ninth Edition (July 23, 2002) (TX-5-568-767)
47. Fundamentals of Semiconductor Fabrication (April 7, 2004) (TX-5-954-663)
48. Fundamentals of Soil Science, Eighth Edition (August 29, 1990) (TX-2-900-024)
49. Fundamentals of Thermodynamics, Sixth Edition (November 12, 2002) (TX-5-612-550)
50. Global Marketing Management, Third Edition (December 16, 2003) (TX-5-869-479)
51. Gravitation and Cosmology (July 28, 1972) (A-357076) (Renewed November 17, 2000) (RE-831-808)
52. Highway Engineering, Seventh Edition (January 9, 2004) (TX-5-906-002)
53. Information Technology: Strategic Decision Making for Managers (November 12, 2004) (TX-6-070-100)
54. Instrumentation for Engineering Measurements, Second Edition (April 16, 1993) (TX-3-535-621)
55. Internal Combustion Engines: Applied Thermosciences, Second Edition (January 22, 2001) (TX-5-332-515)
56. Introduction to Computational Biochemistry (July 22, 2002) (TX-5-572-673)
57. Introduction to Computer Theory, Second Edition (February 24, 1997) (TX-4-478-675)
58. Introduction to Digital Systems (April 8, 2004) (TX-5-978-552)
59. Introduction to Engineering Programming: Solving Problems with Algorithms (June 9, 2003) (TX-5-753-534)
60. Introduction to Linear Regression Analysis, Third Edition (May 29, 2001) (TX-5-268-140)
61. Introduction to Multivariate Statistical Analysis, Third Edition (September 5, 2003) (TX-5-818-577)

62. Introduction to Numerical Analysis, Second Edition (November 15, 1998) (TX-2-495-169)
63. Introduction to Optimization, Second Edition (October 21, 2001) (TX-5-453-756)
64. Introduction to Real Analysis, Third Edition (December 30, 1999) (TX-5-112-424)
65. Introduction to Semiconductor Materials and Devices (May 22, 1991) (TX-3-066-466)
66. Introduction to the Finite Element Method (March 12, 2004) (TX-5-917-507)
67. Introduction to the Theory of Error-Correcting Codes, Third Edition (July 23, 1998) (TX-4-823-490)
68. Introduction to the Theory of Numbers, Fifth Edition (April 3, 1991) (TX-3-036-511)
69. Introduction to VLSI Circuits and Systems (September 4, 2001) (TX-5-411-634)
70. Introductory Functional Analysis with Applications (January 30, 1978) (TX-1-189)
71. Investments: Analysis and Management, Ninth Edition (December 16, 2003) (TX-5-875-313)
72. Kinematics, Dynamics and Design of Machinery, Second Edition (December 16, 2003) (TX-5-875-266)
73. Linear Algebra (February 24, 1997) (TX-4-486-872)
74. Materials and Processes in Manufacturing, Ninth Edition (March 3, 2003) (TX-5-704-454)
75. Mastering Data Mining (September 5, 2006) (TX-6-434-073)
76. Microwave Engineering, Third Edition (March 12, 2004) (TX-5-939-958)
77. Modern Algebra: An Introduction, Fifth Edition (June 29, 2004) (TX-5-990-246)

78. Modern Methods for Quality Control and Improvement, Second Edition (December 31, 2001) (TX-5-466-724)
79. Modern Physics, Second Edition (February 27, 1996) (TX-4-230-649)
80. Motion and Time Study: Design and Measurement of Work (September 29, 1980) (TX-554-631)
81. Optical Computing: An Introduction (April 23, 1992) (TX-3-294-076)
82. Ordinary Differential Equations, Fourth Edition (December 6, 1989) (TX-2-700-058)
83. Organic Chemistry, Eighth Edition (August 26, 2003) (TX-5-788-101)
84. Passive and Active Filters: Theory and Implementations (June 30, 1986) (TX-1-857-094)
85. Pattern Classification, Second Edition (August 11, 2006) (TX-6-418-016)
86. Physics of Semiconductor Devices, Second Edition (November 6, 1981) (TX-798-252)
87. Power Electronics, Third Edition (December 30, 2002) (TX-5-629-839)
88. Power Generation, Operation and Control, Second Edition (November 1, 1996) (TX-4-384-100)
89. Principles of Polymerization, Fourth Edition (March 23, 2004) (TX-5-946-868)
90. Probability and Statistics for Computer Science (September 2, 2003) (TX-5-812-912)
91. Probability and Statistics in Engineering, Fourth Edition (March 19, 2003) (TX-5-696-729)
92. Probability and Statistics with Reliability, Queuing and Computer Science Applications, Second Edition (December 20, 2001) (TX-5-468-753)

93. Quantum Mechanics, Third Edition (February 6, 1998) (TX-4-729-881)
94. Radio Frequency and Microwave Communication Circuits: Analysis and Design (May 4, 2001) (TX-5-383-567)
95. Remote Sensing and Image Interpretation, Fifth Edition (November 26, 2003) (TX-5-857-396)
96. Robot Dynamics and Control (January 26, 1990) (TX-2-735-163)
97. Sampling Techniques, Third Edition (August 24, 1977) (A-887-503)
98. Software Design: From Programming to Architecture (May 15, 2003) (TX-5-738-618)
99. Speech and Audio Signal Processing: Processing and Perception of Speech and Music (November 15, 1999) (TX-5-090-222)
100. Statistical Digital Signal Processing and Modeling (May 23, 1996) (TX-4-294-661)
101. Statistical Mechanics, Second Edition (October 13, 1987) (TX-2-184-828)
102. Statistical Mechanics, Second Edition (October 13, 1987) (TX-2-184-828)
103. Steel Structures: Controlling Behavior Through Design (June 20, 1994) (TX-3-852-872)
104. Stereochemistry of Organic Compounds (September 15, 1994) (TX-3-879-734)
105. Strategies for Engineering Communication (July 23, 2001) (TX-5-420-326)
106. Systematic Identification of Organic Compounds, Eighth Edition (October 14, 2003) (TX-5-811-922)
107. Theory and Practice of Water and Wastewater Treatment (February 25, 1997) (TX-4-489-595)

108. Topics in Algebra, Second Edition (A-720-693) (May 11, 1964) (RE-598-491) (November 27, 1992)
109. Transport Phenomena, Second Edition (October 11, 2001) (TX-5-459-935)
110. Valuation for Mergers, Buyouts and Restructuring (April 23, 2004) (TX-5-926-215)
111. VLSI Digital Signal Processing Systems (March 5, 1999) (TX-4-945-575)
112. VLSI Fabrication Principles: Silicon and Gallium Arsenide, Second Edition (April 22, 1994) (TX-3-770-469)

Schedule C
"Thomson Copyrights"

<u>Title</u>	<u>(Date of Registration)</u>	<u>(Registration #)</u>
1. Statistical Inference,	(7/16/01)	(TX-5-418-275)
2. Principles of Geotechnical Engineering,	(12/7/01)	(TX-5-661-123)
3. Introduction to Derivatives and Risk Management,	(1/3/06)	(TX-6-305-776)
4. Human Physiology: From Cells to Systems,	(6/19/03)	(TX-5-673-286)
5. Fundamentals of Financial Management with Infotrac,	(3/15/06)	(TX-6-328-846)
6. Fundamentals of Analytical Chemistry with Infotrac,	(8/28/03)	(TX-5-800-626)
7. Business Research Methods with Infotrac,	(2/7/05)	(TX-6-116-887)
8. Applied Probability Models,	(9/19/00)	(TX-5-168-958)

Schedule D
"McGraw-Hill Copyrights"

<u>Title</u>	<u>Date of Registration</u>	<u>(Registration #)</u>
1. Strategic Management Formulation, Implementation, and Control, (3/6/91)	(TX-3-026-327)	
2. Discrete Mathematics And Its Applications,	(12/20/02)	(TX-5-643-474)
3. Elementary Statistics A Step by Step Approach,	(11/21/97) (TX-4-672-313)	
4. Principles of Economics,	(3/1/01)	(TX-5-353-796)
5. Psychology An Introduction,	(3/23/98) (TX-4-745-262)	
6. Economics,	(8/4/00) (TX-5-181-013)	
7. Adolescence,	(11/21/97) (TX-4-654-048)	
8. Supervision Key Link to Productivity,	(12/15/81) (TX-819-853)	
9. Urban Economics,	(1/4/93) (TX-3-458-114)	
10. Hole's Human Anatomy & Physiology,	(10/13/98) (TX-4-866-953)	

Schedule E
"Pearson Trademarks"

<u>U.S. Trademark</u>	<u>Registration Number</u>	<u>Class</u>
1. "Pearson"	2,599,724	009, 016, 035, 042
2. "Pearson"	2,600,081	041
3. "Pearson"	2,652,792	009, 016
4. "Pearson"	2,679,355	016
5. "Pearson"	2,691,830	041
6. "Pearson"	2,694,359	009
7. "Prentice-Hall"	1,332,044	016
8. "Prentice-Hall"	1,332,639	042
9. "Prentice-Hall"	1,375,654	009
10. "Addison Wesley"	2,188,798	016
11. "Addison-Wesley"	2,400,130	016

Schedule F
"Wiley Trademarks"

	<u>U.S. Trademark</u>	<u>Registration Number</u>	<u>Class</u>
1.	"JW" Colophon	2,168,941	009, 042
2.	"Wiley"	1,003,988	009, 016, 036, 038
3.	"Wiley"	2,159,987	009, 042

Schedule G
"Thomson Trademarks"

<u>U.S. Trademark</u>	<u>Registration Number</u>	<u>Class</u>
1. "Thomson Learning"	2,810,953	009, 016, 041
2. "Thomson Learning"	2,926,467	035

Schedule H
"McGraw-Hill Trademarks"

<u>U.S. Trademark</u>	<u>Registration Number</u>	<u>Class</u>
1. "McGraw-Hill"	1,350,345	16
2. "McGraw-Hill" Bug	2,899,528	16, 41
3. "The McGraw-Hill Companies"	3,103,212	9,16,35,36,37, 38,39,40,41,42
4. "Irwin"	1,718,118	16